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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
Reorganized Debtors. : (Jointly Administered)
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**SECOND JOINT STIPULATION AND ORDER BETWEEN THE
REORGANIZED DEBTORS AND GENERAL MOTORS LLC TO
FURTHER ADJOURN HEARING TO CONSIDER MOTION TO COMPEL**

This stipulation and order (this “Stipulation”) is entered into by and between DPH Holdings Corp. (“DPH Holdings” or “DPH” and, together with certain of its affiliated reorganized debtors in the above-captioned chapter 11 cases, the “Reorganized Debtors”), and General Motors LLC (“New GM,” and collectively with the Reorganized Debtors, the “Parties,” and each individually, a “Party”).

RECITALS

WHEREAS, on July 3, 2013, the Reorganized Debtors filed their *Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents* (the “Motion to Compel”) [Docket No. 22075]; and

WHEREAS, on July 3, 2013, the Reorganized Debtors also filed their *Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the “Motion to Close Bankruptcy Cases”) [Docket No. 22073]; and

WHEREAS, on July 18, 2013, New GM filed the *Objection by General Motors LLC to (I) Reorganized Debtors' Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents, and (II) Reorganized Debtors' Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the “Objection”) [Docket No. 22088]; and

WHEREAS, on July 25, 2013, counsel for the Parties appeared before the Court and represented that the Parties had reached an interim agreement pertaining to the adjournment of the hearing to consider the Motion to Compel (the “Hearing”), and they read the terms of that agreement in to the record; and

WHEREAS, on July 29, 2013, the Court entered the *Joint Stipulation and Order Between the Reorganized Debtors and General Motors LLC Regarding Adjournment of the Hearing to Consider the Motion to Compel* (the “First Adjournment Order”) [Docket No. 22110] which, among other things, adjourned the hearing to consider the Motion to Compel until August 22, 2013; and

WHEREAS, on August 6, 2013, the Court entered the *Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022 and Local Bankr. R. 3022-1 Concerning Closing the Bankruptcy Cases and Providing Related Relief* [Docket No. 22121]; and

WHEREAS, on August 14, 2013, the Court entered the *Joint Stipulation and Order Between the Reorganized Debtors and General Motors LLC to Further Adjourn the Hearing to Consider the Motion to Compel* (the “Second Adjournment Order,” and, together with the First Adjournment Order, the “Adjournment Orders”) [Docket No. 22124] which, among other things, adjourned the hearing to consider the Motion to Compel until September 26, 2013; and

WHEREAS, since entry of the Adjournment Orders, the Parties have continued to exchange information regarding the issues raised in the Motion to Compel; and

WHEREAS, the Parties believe that it would be beneficial to further adjourn the hearing to consider the Motion to Compel to facilitate the continued exchange of information regarding the issues raised in the Motion to Compel.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between counsel for the Reorganized Debtors and New GM, as follows:

1. The foregoing recitals are hereby fully incorporated into and made an express part of this Stipulation.
2. Except as specifically modified herein, the terms of the Adjournment Orders remain in full effect, including, but not limited to, the provisions

that confirm the Parties' agreement that this Court has, and shall continue to have and exercise, jurisdiction over all matters related to the Motion to Compel until the issues raised in the Motion to Compel are resolved.

3. The Hearing is adjourned to and will be conducted on October 21, 2013 at 10:00 a.m. (ET), unless the parties mutually agree in writing to a further adjournment of the Hearing. The Reorganized Debtors shall file their reply in support of the Motion to Compel no later than 5:00 p.m. (ET) on October 15, 2013.

4. Each person who executes this Stipulation by or on behalf of the Parties warrants and represents that such person has been duly authorized and empowered to execute and deliver this Stipulation on behalf of that Party.

5. This Stipulation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument, with facsimile and PDF signature pages deemed to be originals.

[concluded on the following page]

6. This Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation.

Dated: New York, New York
September 18, 2013

DPH Holdings Corp., et al.,
By Their Attorneys
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Steven S. Flores
NEIL BERGER
STEVEN S. FLORES
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
September 18, 2013

GENERAL MOTORS LLC
By Its Attorneys
KING & SPALDING LLP
By:

/s/Scott Davidson
ARTHUR STEINBERG
SCOTT DAVIDSON
1185 Avenue of the Americas
New York, New York 10036
(212) 556-2100

SO ORDERED:

this 19th day of September, 2013
in White Plains, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE